

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	
	:	Case No. 12-12020 (MG)
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	:	
	:	Chapter 11
Debtors.	:	
	:	Jointly Administered
_____	X	

**VERIFIED STATEMENT OF QUINN EMANUEL URQUHART
& SULLIVAN, LLP PURSUANT TO BANKRUPTCY RULE 2019**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (as amended on December 1, 2011, the “Bankruptcy Rules”), Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”), counsel to (i) AIG Asset Management (US), LLC and its affiliates (“AMG”), (ii) Allstate Insurance Co. and its affiliates (“Allstate”), (iii) Massachusetts Mutual Life Insurance Company (“MassMutual”) and (iv) Prudential Financial, Inc. and its affiliates (“Prudential”), hereby submits this verified statement (the “Verified Statement”)¹ and, in support thereof, respectfully states:

1. On May 14, 2012, the above-captioned debtors (the “Debtors”) filed petitions for protection under chapter 11 of title 11, United States Code (the “Bankruptcy Code”). On May 16, 2012, the United States Trustee for the Southern District of New York appointed the official committee of unsecured creditors to serve in these cases pursuant to section 1102(a) of title 11 of the United States Code. On July 3, 2012, the Court entered an order approving the United States Trustee's Application to Appoint Arthur J. Gonzalez, Esq., as Chapter 11 Examiner in the above-captioned cases.

¹ A list of all of the entities represented by Quinn Emanuel is set forth in Exhibit A attached hereto.

2. AMG, Allstate, Prudential and MassMutual (collectively, the “Clients” and each, a “Client”) hold unsecured claims against the Debtors’ estates arising from a variety of obligations, transactions and relationships, including claims arising from or related to the Debtors’ securitization of mortgage loans and alleged violations of federal and state laws. In accordance with Bankruptcy Rule 2019, attached hereto as Exhibit A is a list of the names and addresses of, and the nature and amount of all disclosable economic interests held by each of the Clients in relation to the Debtors as of November 30, 2012. All of the claims were acquired more than one year prior to the Petition Date. Quinn Emanuel has represented each Client in pending litigation commenced prior to the Petition Date or has represented each Client in entering into prepetition tolling agreements with the Debtors.

3. The claims and claim amounts set forth on Exhibit A have been provided by the respective Clients, and by filing this Verified Statement, Quinn Emanuel makes no representation regarding the amount, allowance, or priority of such claims, and reserves all rights with respect thereto. Quinn Emanuel holds no disclosable economic interests in relation to the Debtors.

4. Nothing contained in this Verified Statement (or Exhibit A hereto) should be construed as a limitation upon, or waiver of, the rights of any of the Clients to assert, file and/or amend its claim(s) in accordance with applicable law and any orders entered in this case establishing procedures for filing proofs of claim.

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5. Quinn Emanuel reserves the right to amend or supplement this Verified Statement in accordance with the requirements set forth in Bankruptcy Rule 2019.

Dated: December 19, 2012
New York, NY

Respectfully submitted,

QUINN EMANUEL URQUHART
& SULLIVAN, LLP

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Allstate Insurance Co., Massachusetts Mutual Life
Insurance Company and Prudential Financial, Inc.*

EXHIBIT A**Names, Addresses and Nature of Disclosable Economic Interests of Clients**

Name/Address/Additional Entities	Nature and Amount of Disclosable Economic Interests
<p>AIG Asset Management (US), LLC 80 Pine Street New York, NY 10005</p> <p><u>Additional Entities:</u> AIG Securities Lending Corporation American International Group Retirement Plan American International Group, Inc. First Sunamerica Life Insurance Company Lexington Insurance Company Sunamerica Annuity and Life Assurance Company Sunamerica Life Insurance Company The United States Life Insurance Company in the City of New York Western National Life Insurance Company</p>	<p>AIG Asset Management (US), LLC (“AMG”), as investment advisor for certain accounts (“AMG Clients”), purchased residential mortgage-backed securities issued by approximately 45 securitization trusts as to which Residential Capital, LLC and other Debtor entities acted as sponsor, depositor, and/or originator/seller. AMG Clients’ have suffered approximately \$1.168 billion in losses on these securities, resulting from systemic misrepresentations and related breaches of representations and warranties. These misrepresentations were material and support fraud claims, rescission claims and repurchase demands.</p>
<p>Allstate Insurance Company 3075 Sanders Rd., Ste. G5A Northbrook, IL 60062</p>	<p>Allstate Insurance Company and its affiliates (“Allstate”) purchased residential mortgage-backed securities issued by approximately 23 securitization trusts as to which Residential Capital, LLC and other Debtor entities acted as sponsor, depositor, and/or originator/seller. Allstate has suffered approximately \$140 million in losses on these securities, resulting from systemic misrepresentations and related breaches of representations and warranties. These misrepresentations were material and support fraud claims, rescission claims and repurchase demands.</p>

Name/Address/Additional Entities	Nature and Amount of Disclosable Economic Interests
<p>Massachusetts Mutual Life Insurance Company 1295 State Street Springfield, MA 01111-0001</p>	<p>Massachusetts Mutual Life Insurance Company and its affiliates (“MassMutual”) purchased residential mortgage-backed securities issued by approximately 18 securitization trusts as to which Residential Capital, LLC and other Debtor entities acted as sponsor, depositor, and/or originator/seller. MassMutual has suffered approximately \$217 million in losses on these securities, resulting from systemic misrepresentations and related breaches of representations and warranties. These misrepresentations were material and support fraud claims, rescission claims and repurchase demands.</p>
<p>Prudential Financial, Inc. 751 Broad Street Newark, NJ 07102</p>	<p>Prudential Financial, Inc. and its affiliates (“Prudential”) purchased residential mortgage-backed securities issued by approximately 35 securitization trusts as to which Residential Capital, LLC and other Debtor entities acted as sponsor, depositor, and/or originator/seller. Prudential has suffered approximately \$226 million in losses on these securities, resulting from systemic misrepresentations and related breaches of representations and warranties. These misrepresentations were material and support fraud claims, rescission claims and repurchase demands.</p>